

EXHIBIT C

Glueckstein, Brian D.

From: Glueckstein, Brian D.
Sent: Tuesday, November 13, 2018 7:50 PM
To: 'bernstein.chambers@nysb.uscourts.gov'
Cc: Tsukerman, Mark
Subject: In re Old Carco, Case No. 09-50002
Attachments: SC1-#4609224-v3-Order_-_Motion_to_Enforce_Sale_Order_Overton.DOCX

Dear Judge Bernstein:

In accordance with the Court's *Memorandum Decision Granting in Part and Denying in Part FCA US LLC's Motion to Enforce the Sale Order*, dated November 1, 2018 in the above-referenced matter, attached please a draft order find for the Court's consideration. This form of order is acceptable to the parties.

Respectfully submitted,
Brian Glueckstein

Brian D. Glueckstein
Sullivan & Cromwell LLP | 125 Broad Street |
New York, NY 10004-2498
T: (212) 558-1635 | F: (212) 291-9305 |
gluecksb@sullcrom.com

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
Old Carco LLC)	
(f/k/a Chrysler LLC), <i>et al.</i> ,)	Case No. 09-50002 (SMB)
)	
Debtors.)	(Jointly Administered)

**ORDER GRANTING IN PART AND DENYING IN PART
FCA US LLC'S MOTION TO ENFORCE THE SALE ORDER**

Upon the motion (the "Motion")¹ of FCA US LLC ("FCA US") for entry of an order (this "Order") enforcing this Court's Order (I) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and Related Procedures and (III) Granting Related Relief [Docket No. 3232] (the "Sale Order"); this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these chapter 11 cases and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided; and a hearing on the Motion having been held before the Court on June 7, 2018 (the "Hearing"); and the Court having considered the Motion and the objection to the Motion, as well as all related briefing and filings of the parties and the arguments of counsel made at the Hearing; and after due deliberation thereon and upon the record established at the Hearing; and the Court having issued its

¹ Capitalized terms not otherwise defined herein are to be given the meanings ascribed to them in the Motion.

Memorandum Decision Granting in Part and Denying in Part FCA US LLC's Motion to Enforce the Sale Order, dated November 1, 2018 [Docket No. 8534] (the "Opinion");

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED in part and DENIED in part as set forth in the Opinion.
2. Plaintiff Overton is enjoined from prosecuting claims against FCA US under the Alabama Wrongful Death Act in Alabama State Court, either in the action captioned *Overton v. Chrysler Group LLC*, Case No. CV 17-904376-EAF, pending in the Circuit Court of Jefferson County, Alabama, or otherwise.
3. Plaintiff Graham's claims for compensatory damages are not barred by the Sale Order. To the extent he has alleged a legally sufficient claim for breach of duty to warn or recall under Alabama law, Plaintiff Graham may also seek punitive damages for any injuries that were proximately caused by FCA US's post-Closing conduct.
4. The Court shall retain non-exclusive jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: November ___, 2018
New York, New York

Honorable Stuart M. Bernstein
United States Bankruptcy Judge